

WILKINSON) BARKER KNAUER' LLP

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December 29, 2000

Magalie Roman Salas, Secretary Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: Memphis SMSA Limited Partnership FCC Form 602 — Ownership Information

Dear Ms. Salas:

Pursuant to Section 1.91 9(b)(2) of the Commission's rules, Memphis SMSA Limited Partnership ("Memphis"), hereby submits an original and one copy of its FCC Form 602 — Ownership Disclosure Information for the Wireless Telecommunications Services.

In preparing the instant Form 603. Memphis has used its best efforts and good faith to provide the most complete ownership information possible. Should updated information become available to Memphis. the enclosed Form 002 will be revised accordingly.

Please contact the undersigned if you should have any questions regarding this matter.

Sincerely.

WILKINSON BARKER KNAUER, LLP

By: Georgina L.O. Feigen' Catherine C. Butcher

^{*} Practice limited to matters and proceedings before federal courts and agencies.

FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications **Services**

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Applicant/Licensee Information						· · · · · · · · · · · · · · · · · · ·
1) First Name (if individual):	MI:	Last Name) :			Suffix:
			-	-		
2) Applicant Name (if entity):			A Miles and	3) Applicant TIN:		
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Memphis SMSA Limited Partnersh				4		
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4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	F	4b) Principal Busine	ess:	4c) TIN:	Ir	4d) Percent of nterest Held:
See Attachment 1						
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Signature 5) Typed o r Printed Name of Party Authorized to Sign						
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Failure To Sign This Application May Result In Dismissal Of The Appli	ication And Forfe	eiture Of Any Fee	es Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY AT AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION 503).						

'FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

1) Disclosable Interest Holder's First Name (if indiwdual): 2) Disclosable Interest Holder's Name (if entity): Memphis CGSA, LLC 4) Disclosable Interest Holder's Address:	Suff IX.
Memphis CGSA, LLC	
Memphis CGSA, LLC	
Memphis CGSA, LLC	
4) Disclosable Interest Holder's Address:	
5565 Glenridge Connector, Suite 1284E, Atlanta, GA 30342	
5) Type of Interest in Applicant () 6) Disclosable Interest Holder is a(n). () 7) Percent of Interest Held in Applicant:	ant:
(refer to Instructions for list) (refer to instructions for list of codes):	
D Other LLC 75%	
8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship:	
(refer to instructions for list):	
G/L U.S.	
0) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):	
Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)	
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FCC 602 Schedule A

FCC Ownership Disclosure information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders) MI: Last Name: 1) Disc&able interest Holder's First Name (if individual): Suffix: 3) Disclosable Interest Holder's TIN: 2) Disclosable Interest Hdder's Name (if entity): Orlando SMSA Limited Partnership 4) Disclosable Interest Holder's Address: 30342 Suite 1284E, Atlanta, Glenridge Connector, GA 5) Type of Interest in Applicant (6) Disclosable Interest Hdder is a(n): (7) Percent of Interest Held in Applicant (refer to Instructions for list) (refer to instructions for list of codes): 25% D Other -- LLC 9) Disclosable Interest Holder's Country of Citizenship: 8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list): U.S. 10) Relationship Description (if the discloseable interest hdder is an indirect owner, list path of ownership from indirect owner to the applicant):

Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hdder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held.
See Attachment 1			
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2) Disc&able Interest Holder's Name (if entity):			· L	3)	Disc&able Interest Holde	er's TIN:
Orlando CGSA, LLC						
4) Disclosable Interest Holder's Address:						
5565 Glenridge Connector,	Suite	1284E	, Atlanta,	GA 3	30342	
5) Type of interest in Applicant () (refer to Instructions for list)			older is a(n). () or list of codes):	7)	Percent of Interest Held I	ገ Applicant.
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

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Disclosable Interest Holder Information (co	omplete as ma	any as red	quired to describe all di	sclosable interest holders)	
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4) Disclosable Interest Holder's Address:			7	·	
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G/L			U.S.		
10) Relationship Description (if the discloseable inter	est hader is an i	ndirect own		om indirect owner to the applicant)	•
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interest in Applicant thr	•	_			
interest in Applicant thr	ough its	s Owite	ership interes	C III OFTAIIGO SMS	А 11.Р.
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Name and address of all FCC Regulated Busine		Prir	ncipal Business:	TIN:	Percent of
owned by Disclosable Interest Holder listed in #5 additional sheets, if necessary):	3 (use				Interest Held
additional sheets, if necessary).					
See Attachment 1					
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FCC602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

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Schedule for Disclosable Interest Holders

1) Disclosable Interest Holder's First Name (if individual)	•	MI:	Last Name:	sciosable interest holders)	Suffix:
2) Disc&able Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	TIN:
Cingular Wireless LLC			1		
4) Disclosable Interest Holder's Address:			-		
5565 Glenridge Connector,	Suite	1284E	, Atlanta, GA	30342	
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable	Interest H	older is a(n): () or list of codes):	7) Percent of Interest Held in A	pplicant:
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Related FCC Regulated Businesses of Disc	losable Inter	rest Hold		nterest holder identified)	Г
IIa) Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):		Pri	11b) ncipal Business:	IIc) TIN:	11d) Percent of Interest Held:
Further information					
reqarding Cinqular Wireles	ss LLC				
can be found in its Form	502				
filed with the FCC on					
Nov. 17, 2000.					
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THIS ATTACHMENT CONTAINS TIN INFORMATION FCC Form 602

Attachment 1

Page 1 of 1

- FCC Ownership Disclosure Information for the Wireless Telecommunications Services

As reflected in the attached FCC Form 602, Memphis CGSA, LLC ("MCL") holds a 40% general partnership interest and a 35% limited partnership interest in Memphis SMSA Limited Partnership ("Applicant"). MCL is a wholly-owned subsidiary of BellSouth Mobility LLC ("BML"). BML is a wholly-owned subsidiary of Cingular Wireless LLC ("Cingular"). SBC Communications Inc. ("SBC") through various wholly owned subsidiaries indirectly holds approximately 60 percent of Cingular. BellSouth Corporation ("BellSouth"), through various wholly owned subsidiaries, indirectly holds approximately 40 percent of Cingular. Cingular Management Corp., which is owned and controlled equally by SBC and BellSouth, directly holds less than one percent of Cingular. SBC Alloy Holdings, Inc. and BellSouth equally own and control Cingular Management Corp. which, in addition to the *de minimis* ownership interest in Cingular, controls Cingular. Further information regarding Cingular can be found in its current Form 602 filed with the Commission on November 17, 2000.

The remaining 25% interest in Applicant is held by Orlando SMSA Limited Partnership ("OSLP") as a limited partner. OSLP is comprised of Orlando CGSA, Inc. ("OCI"), which holds a 30.67% general partnership interest and a 49.61% limited partnership interest, and Westel Richmond, LLC ("WRL") which holds a 19.72% limited partnership interest. OCI is a wholly owned subsidiary of BML. WRL is a wholly owned subsidiary of American Cellular Communications LLC which is also a wholly-owned subsidiary of BML.

Additional information will be provided upon request.

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